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April 2, 2004

VIA ELECTRONIC MAIL & FIRST-CLASS MAIL SERVICE

The Honorable Bruce Duke
Executive Director
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: Joint Application of BSE, Inc. And BellSouth Long Distance, Inc. For
Approval of Merger
Docket No. 2004-0045-C, *Our File No. 611-10116*

Dear Mr. Duke:

Enclosed is the original and fifteen (15) copies of the **Petition to Intervene** for filing on behalf of AT&T Communications of the Southern States, LLC ("AT&T") in the above-referenced docket.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

With kind regards, I am

Very truly yours,

/S/

John J. Pringle, Jr.

JJP/cr

cc: Ms. Margaret Plasman [via electronic mail]
all parties of record

Enclosures

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**BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2004-0045-C**

IN RE:)	
)	
Joint Application of BSE, Inc. And)	
BellSouth Long Distance, Inc.)	PETITION TO INTERVENE
for Approval of Merger)	
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AT&T Communications of the Southern States, LLC (“AT&T” or "Petitioner"), by its undersigned attorney, hereby Petitions the South Carolina Public Service Commission (the “Commission”), pursuant to Rule 103-836 of the Commission’s Rules, for an order allowing AT&T to intervene in the above-captioned Docket, with full rights to participate as a party of record. In support of its Petition, AT&T would show the Commission the following:

1. AT&T is a limited liability company (“LLC”) organized under the laws of the State of Delaware. AT&T holds various certificates of public convenience and necessity from this Commission.
2. On February 17, 2004 BellSouth BSE, Inc. (“BSE”) and BellSouth Long Distance, Inc. (“BSLD”) filed a Joint Application for approval of a merger between BSE and BSLD. The Commission opened the case and assigned Docket No. 2004-0045-C.
3. As a telecommunications carrier providing services in South Carolina that is both customer and competitor of BellSouth Telecommunications, Inc. (“BellSouth”) and several of BellSouth’s affiliates and subsidiaries, AT&T has a vital interest in this Docket. AT&T has not developed a position regarding the proposed merger. Accordingly, AT&T seeks status as a party of record in order to learn more about the transactions that are the subject of this Docket.

4. The full name and address of the authorized representative of AT&T is:

John J. Pringle, Jr., Esquire
Ellis, Lawhorne & Sims, P.A.
P.O. Box 2285
Columbia SC 29202
jpringle@ellislawhorne.com

5. AT&T asserts that the granting of its Petition to Intervene will not in any way delay the proceedings in this Docket.

WHEREFORE, AT&T prays for the Commission to

- a) Grant this Petition to Intervene and make Petitioner a party of record in Docket Number 2004-0045-C, allowing Petitioner to participate fully and take such positions as it deems advisable; and
- b) Grant such other relief as the Commission deems just and proper.

Respectfully submitted,

ELLIS, LAWHORNE & SIMS, P.A.

/S/

John J. Pringle, Jr., Esquire
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P.O. Box 2285
Columbia, South Carolina 29202

Attorney for AT&T

April 2, 2004

Columbia, South Carolina

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**BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2004-0045-C**

IN RE:)	
)	
Joint Application of BellSouth BSE, Inc. and)	
BellSouth Long Distance, Inc. For Approval)	CERTIFICATE OF
)	SERVICE
Of Merger)	
_____)	

This is to certify that I have caused to be served this day, one (1) copy of AT&T Communications of the Southern States, LLC's Petition to Intervene via electronic mail service and first-class mail service:

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/S/

John J. Pringle, Jr.

April 2, 2004

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